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Form (2)

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Republic of the Union of Myanmar
Sr.No. 5518-A
Dated 28.5.2014
Myanmar Investment Commission

MIC

Permit No. 731/2014 Date 28 May 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. MASAYUKI KAWASAKI

(b) Citizenship JAPANESE

(c) Address 1-10-301, SENDAI, FUCHU - CHO, AKI - GUN, HIROSHIMA, JAPAN.

(d) Name and Address of principle organization DELTA KOGYO COMPANY LIMITED, 1-14 SHINCHI FUCHU - CHO, AKI - GUN HIROSHIMA, JAPAN 735 - 8501

(e) Place of incorporation JAPAN

(f) Type of business in which investment is to be made MANUFACTURING OF AUTOMOBILE SEAT COVER ON CMP BASIS

(g) Place(s) at which investment is permitted HOLDING NO. N - 30, BLOCK NO. 1158, KYAIK KAY NORTH KWIN, BANDARKONE VILLAGE, TARWA BUTAR VILLAGE GROUP , BAGO TOWNSHIP, BAGO REGION

(h) Amount of foreign capital US $ 0.56 MILLION

(i) Period for bringing in foreign capital WITHIN TWO YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US $ 0.80 MILLION (INCLUDING US$ 0.56 MILLION)

(k) Construction period ONE YEAR

(l) Permitted duration of investment 30 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar DELTA AIG COMPANY LIMITED

Chairman
The Myanmar Investment Commission

စာအမှတ် [illegible]
ရက်စွဲ ၂၈.၅.၂၀၁၄

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၄၃၁/၂၀၁၄ ၂၀၁၄ ခုနှစ်၊ မေလ ၂၈ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေ ပုဒ်မ ၁၃ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် MR. MASAYUKI KAWASAKI

(ခ) နိုင်ငံသား JAPANESE

(ဂ) နေရပ်လိပ်စာ 1-10-301, SENDAI, FUCHU - CHO, AKI - GUN, HIROSHIMA, JAPAN.

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ DELTA KOGYO COMPANY LIMITED, 1-14 SHINCHI FUCHU - CHO, AKI - GUN HIROSHIMA, JAPAN 735 - 8501

(င) ဖွဲ့စည်းရာအရပ် JAPAN

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား CMP စနစ်ဖြင့် Automobile Seat Cover ထုတ်လုပ်ခြင်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ဦးပိုင်အမှတ် N-၃၀၊ အကွက်အမှတ် ၁၁၅၈၊ ကျိုက်ကေမြောက်ကွင်း၊ ဘဏ္ဍာကုန်းရွာ၊ တာဝဘူတာကျေးရွာအုပ်စု၊ ပဲခူးမြို့နယ်၊ ပဲခူးတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၀.၅၆ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ (၂)နှစ် အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၀.၈၀ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၀.၅၆ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၁ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၃၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် DELTA AIG COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Republic of the Union of Myanmar
Sr.No. 5516-A
Dated 28-5-2014
Myanmar Investment Commission

Our ref : DICA-1/FI-968/2014 (5518-A)
Date 28 May 2014

Tel: 067- 406334, 406075
Fax: 95-67-406333

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing of Automobile Seat Cover on CMP basis" under the name of "Delta AIG Company Limited."**

Reference: Delta AIG Company Limited Letter dated (24-2-2014)

1. The Myanmar Investment Commission, at its meeting (14/2014) held on (14-5-2014) had approved the proposal for investment in "Manufacturing of Automobile Seat Cover on CMP basis" under the name of "Delta AIG Company Limited" submitted as a joint venture between Delta Kogyo Company Limited (70%) from Japan and Good Stone International Company Limited (30%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 30 (thirty) years and extendable to 15 (fifteen) years 2 (two) times period. The land lease term is 30 (thrity) years and extendable to 15 (fifteen) years 2 (two) times commencing from the date of the signing of the Lease Agreement for land and building by mutual agreement between U Than Tun Aye and Daw Nang Pinn (Lessor) and Delta AIG Company Limited (Lessee).

4. The annual rent for the land and building shall be US$ 18,947.37 (United States Dollar eighteen thousand, nine hundred and forty- seven and thirty - seven cent only) calculated at the rate of US$ 4.0362 per square meter per year of the land measuring 4,694.36 square meter (1.16 acres) out of 1.71 acres. At the expiry of the lease period, lessee shall transfer the leased land within 3 (three) months in good condition, ground damages having been refilled or repaired. The rate of rent shall be revised in view of prevailing land lease rates after every 5 (five) years period and increase of the rate shall not be more than 10 % of the preceding annual rent.

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27 (a), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27 (i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. Delta AIG Company Limited shall have to sign the Land and Building Lease Agreement with U Than Tun Aye + Daw Nang Pinn. In addition, Delta Kogyo Company Limited shall have to sign the Joint Venture Agreement with Good Stone International Company Limited. After signing the Agreement, each of (5) copies shall have to be forwarded to the Commission.

7. Delta AIG Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Delta AIG Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. Delta AIG Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules extension of construction period shall not be allowed more than one except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency, and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the Delta AIG Company Limited cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. Delta AIG Company Limited shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal in accordance with Chapter XI , section 24 and section 25 of the Foreign Investment Law and Delta AIG Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII , Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2 (i) of the Foreign Investment Law, other than foreign currency.

16. Delta AIG Company Limited brings in foreign capital defined under Chapter I, section 2 (i) of the Foreign Investment Law, other than foreign currency in the manner

stated in paragraph 15 (b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Delta AIG Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Delta AIG Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Delta AIG Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted, and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. Delta AIG Company Limited shall contribute 2% of the annual net profit for Corporate Social Responsibility (CSR) activities in Myanmar.

21. After getting permit from Myanmar Investment Commission, Delta AIG Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. Delta AIG Company Limited shall have to abide by the Fire Services Department's rules, regulations directives and instructions. Moreover, fire prevention measures shall

have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made from export earning (CMP charges) of Delta AIG Company Limited.

24. Delta AIG Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

Win Shein

(Win Shein)
Chairman

Delta AIG Company Limited

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Office of the Bago Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance
5. Ministry of Commerce
6. Ministry of Industry
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Environmental Conservation and Forestry
12. Ministry of Electric Power
13. Chairman, CMP Enterprise Supervision Committee
14. Director General, Directorate of Investment and Company Administration

16.6.14 (15:45)

15. Director General, Directorate of Human Settlement and Housing Development
16. Director General, Directorate of Industrial Supervision and Inspection
17. Director General, Customs Department
18. Director General, Internal Revenue Department
19. Managing Director, Myanma Foreign Trade Bank
20. Managing Director, Myanma Investment and Commercial Bank
21. Managing Director, Myanma Insurance
22. Managing Director, Myanma Electric Power Enterprise
23. Director General, Directorate of Trade
24. Director General, Immigration and National Registration Department
25. Director General, Directorate of Labour
26. Director General, Department of Environmental Conservation
27. Director General, Fire Services Department
28. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)